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ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3824

February 25, 1994

RECORDATION NO. 15668 A FILED 1425
FEB 28 1994-2 30 PM
INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C.
Section 11303(a) and the regulations promulgated thereunder are
four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of February 3, 1994, a secondary document
supplementing the Manufacturing Agreement dated
as of January 6, 1994.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
P.O. Box 2450
Hamilton, Ontario L8N 3J4
CANADA

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked	Numbered
100-ton centerbeam flatcars.	FBC	125	TTZX	861200-861324

Sidney L. Strickland, Jr.
February 25, 1994
Page Two

Enclosed is our check in the amount of \$18.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated January 6, 1994, recorded on January 26, 1994, recordation number 18668.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 125 100-ton centerbeam flatcars numbered 861200-861324".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



AJB:mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

18204-b

Interstate Commerce Commission
Washington, D.C. 20423

3/7/94

OFFICE OF THE SECRETARY

Anthony J Barton

TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 2/28/94 at 2:30pm, and assigned
recording number(s). 18668-A

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of
February 3, 1994 between NATIONAL STEEL CAR LIMITED
"Manufacturer") and TTX COMPANY (the "Company").

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The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 6, 1994 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

NATIONAL STEEL CAR LIMITED

By:

G. Orl
Vice President

(Corporate Seal)

ATTESTATION:

David E Poole
Assistant Secretary

TTX COMPANY

By:

J. M. Manow
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

CITY OF HAMILTON)
) SS.:
PROVINCE OF ONTARIO)

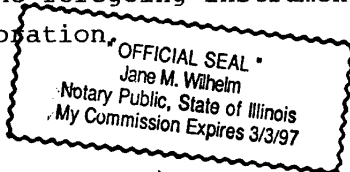
On this 22nd day of February, 1994, before me personally appeared A. Wilson, to me personally known, who, being by me duly sworn, says that he is a Vice President of NATIONAL STEEL CAR LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathryn J. Filsinger
Commissioner

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 7 day of February, 1994, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

NATIONAL STEEL CAR LIMITED
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	125	861200-861324			Apr.-May '94	T-3A93-N

Item 2: October 31, 1994

Item 3: To be determined.

Item 4: P.O. Box 2450
Hamilton, Ontario L8N 3J4
CANADA

* 100-Ton Center Beam Flatcars. TTX General Specification No. 68-43-011586, revised June 4, 1993 and TTX Supplemental Specification for 73 ft., 100-Ton Center Beam flatcars No. 68-43-091586 revised September 9, 1992. National Steel Car Specification P-058 revised December 10, 1993.

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